

COMPANY NO: 02368123

THE COMPANIES ACTS 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES
NEW
ARTICLES OF ASSOCIATION
OF
SUNGARD AVAILABILITY SERVICES (UK) LIMITED
(Adopted by written consent on 27 January 2021)

TABLE A

1. The Regulations in Table A scheduled to the Companies (Tables A to F) Regulations 1985 as amended ("Table A") at the date of the adoption of these Articles shall, except where they are excluded or varied by or inconsistent with these Articles, apply to the Company. The Regulations in Table A numbered 65, 73, 74, 75, 76, 77, 80, 94, 95, 96, 97, 112 and 115 shall not apply. The Regulations in Table A numbered 6, 8, 18, 24, 31, 37, 38, 46, 54, 59, 62, 64, 66, 67, 72, 78, 79, 81, 84, 88, 89, 93 and 101 shall be modified.

SHARES

2. (a) Subject to the provisions of paragraph (b) below and to any direction given by the Company by Ordinary Resolution, all unissued shares of the Company for the time being shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of them to such persons, at such times and on such terms and conditions as they may determine.

(b) The Directors are hereby authorised for the purposes of Section 80 of the Act to allot shares up to the amount of the number of unissued shares in the authorised share capital of the Company immediately following the adoption of these Articles within a period of five years from the date of the adoption of these Articles and so that such authority shall include the grant of any right to subscribe for, or to convert any security into, shares and shall extend to any allotment or grant made after such period in pursuance of an offer or agreement made by the Company before such authority expires.

(c) Section 89(1) of the Act shall not apply to any allotment of equity securities.

LIEN

3. In addition to the lien conferred by Regulation 8 of Table A the Company shall have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of a member, whether alone or jointly with any other person or persons, for all the debts and liabilities of such member or his estate to the Company. Regulation 8 of Table A shall be modified accordingly.

4. The person who is in default in respect of a call may in addition to any interest which may have accrued thereon be required by the Directors to pay all expenses that may have been incurred by the Company by reason of the non-payment of the call. Regulation 18 of Table A shall be modified accordingly.

TRANSFER OF SHARES

5. No transfer of any share, whether or not it is fully paid, shall be registered unless it shall first be approved by the Directors who may, in their absolute discretion and without giving any reason, refuse so to do. The first sentence of Regulation 24 of Table A shall not apply.

6. The Directors may at any time give notice requiring any person becoming entitled to a share in consequence of the death or bankruptcy of a member to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days the Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with. Regulation 31 of Table A shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

7. Regulation 37 of Table A shall be modified by the substitution of the words “in accordance with the Act” in place of “for a date not later than eight weeks after receipt of the requisition”.

8. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all business that is transacted at an annual general meeting, with the exception of the receipt and consideration of the profit and loss account, the balance sheet and group accounts (if any) of the Company and the reports of the Directors and the auditors and other documents required to be annexed to the balance sheet, the declaration of dividends, the re-appointment of the retiring auditors and the fixing of the remuneration of the auditors. In Regulation 38 of Table A the words “in the case of special business” shall be added before the words “the general nature of the business to be transacted”.

9. A poll may be demanded by the Chairman or any member present in person or by proxy and entitled to vote, and Regulation 46 of Table A shall be modified accordingly.

10. If a resolution in writing referred to in Regulation 53 of Table A is described as a special resolution or as an extraordinary resolution it shall have effect accordingly.

VOTES OF MEMBERS

11. A corporate representative present at any general meeting by proxy shall be entitled to vote on a show of hands. In Regulation 54 of Table A the words “or proxy” shall be added after the words “duly authorised representative”.

12. Regulation 59 of Table A shall be modified by the addition at the end of the following sentence: “Deposit of an instrument of proxy does not preclude a member from attending and voting at the meeting or at any adjournment of it”.

13. Regulation 62 of Table A shall be modified by the substitution in paragraph (a) of the words “left at or sent by post or by facsimile transmission to” in place of “deposited at”, by the substitution in paragraph (a) of the words “at any time” in place of “not less than 48 hours” and by the substitution in paragraph (b) of the words “at any time” in place of “not less than 24 hours”.

NUMBER OF DIRECTORS

14. Article 64 of Table A shall apply with the exception of the words “but shall not be less than two” and, accordingly, there may be a sole Director. If and so long as there is a sole Director, such Director may act alone in exercising all the powers and authorities vested in the Directors generally by Table A or these Articles, and all other Regulations in Table A and all other provisions of these Articles shall apply with any necessary modification (unless the Regulation or provision expressly provides otherwise).

ALTERNATE DIRECTORS

15. Any Director (other than an alternate Director) may appoint any other Director or any other person approved by a majority of the other Directors and willing to act to be his alternate, and may remove from office any alternate appointed by him. An alternate may also be removed from office by a resolution of the Board. An alternate shall be entitled at any meeting of Directors or committee of Directors to one vote for each Director he represents in addition (if he is a Director) to his own vote, but he shall not be counted more than once for the purpose of ascertaining whether a quorum is present. Regulation 65 of Table A shall not apply and the last sentence of Regulation 88 shall not apply. Regulations 67 and 89 of Table A shall be modified accordingly.

16. The last sentence of Regulation 66 of Table A shall not apply.

DELEGATION OF DIRECTORS' POWERS

17. Regulation 72 shall be modified by the addition at the end of the following sentence: “Where a Regulation in Table A or a provision of these Articles refers to the exercise of a power, authority or discretion by the Directors and that power, authority or discretion has been delegated by the Directors to a committee, the Regulation or provision shall be construed as permitting the exercise of the power, authority or discretion by the committee.”.

POWERS AND DUTIES OF DIRECTORS

18. A Director, notwithstanding that he or, in the case of an alternate Director, his appointor, or any person connected with him or (as the case may be) his appointor has an interest or duty which is material and which conflicts or may conflict with the interests of the Company, may vote in respect of any contract, transaction or arrangement and may be counted in the quorum present at any meeting. Regulations 94, 95, 96 and 97 of Table A shall not apply.

APPOINTMENT AND REMOVAL OF DIRECTORS

19. The office of a Director shall be vacated in any of the events specified in Regulation 81 of Table A save that the following paragraphs shall be substituted for paragraphs (d) and (e).

- “(d) not being a Director who is employed under a contract which precludes resignation, he resigns his office by notice in writing deposited at the registered office or submitted at a meeting of the Directors; or
- (e) he shall be required to resign his office by notice in writing signed by the holder or holders of not less than three-fourths in nominal value of the issued ordinary

share capital for the time being in the Company and deposited at the registered office or submitted at a meeting of the Directors; or

- (f) he is removed from office by notice given by a member or members under Article 21.”.

20. No Director shall be required to retire or vacate his office or be ineligible for re-appointment as a Director, nor shall any person be ineligible for appointment as a Director, by reason of his having attained any particular age. Regulations 73, 74, 75, 76, 77, 80 and the last two sentences of Regulation 79 of Table A shall not apply. In Regulation 67 of Table A all words after the semicolon shall be omitted, in Regulation 78 of Table A the words “Subject as aforesaid” and the words “and may also determine the rotation in which any additional directors are to retire” shall be omitted and in Regulation 84 the last sentence shall be omitted.

21. A member or members holding the whole or a majority in nominal value of the issued ordinary share capital for the time being in the Company shall have power from time to time and at any time to appoint any person as a director or directors either as an additional director or to fill any vacancy but only if the appointment does not cause the number of directors to exceed any number fixed by or in accordance with these Articles as the maximum number of directors and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a body corporate signed by one of its directors or other officers on its behalf, and shall take effect upon lodgment at the registered office of the Company or such later date as may be specified in the instrument.

PROCEEDINGS OF DIRECTORS

22. The following sentence shall be deleted from Regulation 88 of Table A:-

“It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom.”

23. The following words shall be added to the end of the first sentence of Regulation 89 of Table A:-

“, except if there is a sole director, in which case the quorum for the transaction of the business of the directors shall be one”.

24. Regulation 93 of Table A shall be renumbered 93(a) and the following sub-clause (b) added thereto: -

- “(b) Meetings of the Directors may be held by telephone communication or audio visual communications media and such meeting shall, subject to notice thereof having been given in accordance with these Articles, be as effective as if the directors had met in person, provided always that the number of directors participating in such communication is not less than the quorum stipulated by these Articles. A resolution made by a majority of the said directors in pursuance of this Article shall be as valid as it would have been if made by them at a meeting duly convened and held in person.”

SEAL

25. The words “If the Company has a seal, it” shall be substituted for the words “The seal” at the beginning of the first sentence of Regulation 101 of Table A. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal.

NOTICES

26. (a) The Company may give any notice to a member either personally or by sending it by prepaid airmail or first class post or telex or facsimile transmission to the member at his registered address or by leaving it at that address. In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders.

(b) Regulation 112 of Table A shall not apply and Regulation 116 shall apply as if the words “within the United Kingdom” did not appear.

27. (a) Proof that:

(i) an envelope containing a notice was properly addressed, prepaid and posted (by airmail or first class post, where available); or

(ii) a telex or facsimile transmission setting out the terms of a notice was properly despatched

shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiry of 24 hours after the envelope containing it was so posted to an address in the United Kingdom, at the expiry of 72 hours after the envelope containing it was so posted to an address outside the United Kingdom or, in the case of telex or facsimile transmission, when despatched.

(b) Regulation 115 of Table A shall not apply.

SHARES CHARGE

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Notwithstanding any provisions contained in these Articles and any Companies (Tables A to F) Regulations 1985 expressed herein to be applicable to the Company (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise):

(a) the directors shall not decline to register any transfer of shares which have been mortgaged or charged or are expressed to be mortgaged or charged pursuant to a shares charge (a “Shares Charge”) made by any shareholder of the Company, nor suspend the registration thereof, where such transfer is in favour of:

(i) a chargee or mortgagee of such shares; or

(ii) any nominee of a chargee or mortgagee of such shares; or

- (iii) a purchaser of such shares from a chargee or mortgagee (or its nominee) of such shares; or
- (iv) a purchaser of such shares from any receiver, administrative receiver or administrator appointed by a chargee or mortgagee of such shares

and a certificate by the relevant chargee or mortgagee (or an officer thereof) that the relevant transfer is within paragraph (i), (ii), (iii) or (iv) above shall be conclusive evidence of that fact;

- (b) no lien shall attach to the shares of the Company subject to a Shares Charge, whether any moneys are presently payable or not, and the Company shall not exercise any rights to sell those shares; and
- (c) the directors shall not have any right of forfeiture over or in respect of the shares of the Company subject to a Shares Charge.